

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS  
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

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**FILED**

**DEC 15 2014**

BY ADMINISTRATOR  
CORPORATIONS DIVISION

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**ARTICLES OF INCORPORATION  
For use by Domestic Nonprofit Corporations  
(Please read information and instructions on the last page)**

*Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Articles:*

**ARTICLE I**

The name of the corporation is: Michigan Energy First

**ARTICLE II**

The purposes for which the Corporation is organized are as follows:

A. The Corporation is organized exclusively for the purposes set forth in Section 501(c)(4) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) (the "Code"). The purposes of the Corporation shall include:

1. To receive and administer funds and property for social welfare purposes.
2. To acquire real and personal property by purchase, gift, grant, devise or bequest, and to hold, own, accept and dispose of the same for the particular objects of the Corporation.
3. To educate legislators, agencies, and the general public on issues facing Michigan and the United States.
4. To advocate citizen participation and obtain support for public policies in Michigan.
5. To engage in any other activities that are consistent with Section 501(c)(4) of the Code, except that the Corporation shall not expressly advocate the election or defeat of any clearly identified candidate for public office or ballot question.
6. To develop a public education program to raise public consciousness: (a) about the importance of social and economic values that the Corporation favors; or (b) about issues relating to candidates or ballot questions - - all without engaging in express advocacy for or against any identified candidates or ballot questions.
7. To select, from time to time, certain issues based on their importance to the Corporation's agenda and their expected resonance with the public, for special emphasis in the Corporation's public education program.
8. To conduct grassroots lobbying activities relating to federal, state, or local legislation, and ballot questions.
9. To incur support among the general public, agencies, and legislators for issues, policies, legislation, regulations, and programs being advocated by the Corporation.
10. To conduct any and all activities and exercise any and all powers as may be necessary or helpful to the achievement of the foregoing purposes for which the Corporation is organized.

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## ARTICLE II (continued)

B. The Corporation is intended to be an organization which is exempt from Federal income taxation under Section 501(c)(4) of the Code. All terms and provisions of these Articles of Incorporation (and of the Bylaws of the Corporation) shall be construed, applied and carried out in accordance with such intent. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.A. hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code, or the corresponding section of any future federal tax code.

C. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or section 501(c)(4) of the Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE III

1. The corporation is organized upon a Nonstock basis.  
(Stock or Nonstock)
2. If organized on a stock basis, the total number of shares which the corporation has authority to issue is n/a.  
If the shares are, or are to be, divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences and limitations of the shares of each class are as follows:
3.
  - a. If organized on a nonstock basis, the description and value of its real property assets are: (if none, insert "none")  
None
  - b. The description and value of its personal property assets are: (if none, insert "none")  
None
  - c. The corporation is to be financed under the following general plan: gifts, grants, contributions of funds and property from individuals, corporations and other organizations, and the income generated therefrom, and receipts from any activity that is not an unrelated trade or business.
  - d. The corporation is organized on a Directorship basis.  
(Membership or Directorship)

## ARTICLE IV

1. The name of the resident agent at the registered office is: Eric Doster
2. The address of the registered office in Michigan is: 2145 Commons Parkway, Okemos, MI 48864
3. The mailing address of the registered office in Michigan if different than above: same.

## ARTICLE V

The name(s) and address(es) of the incorporator(s) is (are) as follows:

Name

Residence or Business Address

Eric Doster

2145 Commons Parkway, Okemos, MI 48864

## ARTICLE VI

A. Volunteer Director and Officer Liability. A volunteer director and a volunteer officer shall not be personally liable to the Corporation for monetary damages for a breach of the director's or officer's fiduciary duty as a director or officer, except for liability:

1. For any breach of the director's or officer's duty of loyalty to the Corporation or its members;
2. For acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. For any violation of Section 551(1) of the Michigan Nonprofit Corporation Act, as amended (the "Act");
4. For any transaction from which the director or officer derived an improper personal benefit;
5. For any act or omission that is grossly negligent; or
6. For any act or omission occurring before the date this Article is filed with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services.

B. Assumption of Volunteer Director Liability. The Corporation assumes all liability to any person, other than the Corporation for all acts or omissions of a volunteer Director occurring on or after the effective date of this Articles of Incorporation and incurred in the good faith performance of the volunteer Director's duties as such.

C. Assumption of Volunteer Liability. The Corporation assumes all liability to any person for the acts or omissions of a volunteer director, volunteer officer or other volunteer occurring on or after the effective date of this article, provided that all of the following conditions are met:

1. The volunteer was acting or reasonably believed that he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle for which tort liability may be imposed under Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956.

D. Amendment of Liability Law. For purposes of this article, a volunteer director shall mean a director who does not receive anything of more than nominal value from the Corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the director in his or her capacity as a director.

For purposes of this article, a volunteer officer shall mean an officer who does not receive anything of more than nominal value from the Corporation for serving as an officer other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by the officer in his or her capacity as an officer.

In the event the Act is amended after the filing of this article of the Articles of Incorporation with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services to authorize corporate action further eliminating or limiting the personal liability of volunteers, then the liability of volunteers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, except to the extent such limitation or elimination is inconsistent with the status of the Corporation as a nonprofit corporation.

Any repeal, modification or adoption of any provision in these Articles of Incorporation inconsistent with this article shall not adversely affect any right or protection of a volunteer of the Corporation existing at the time of such repeal, modification or adoption.

I, (We), the incorporator(s) sign my (our) name(s) this 12th day of December, 2014.



Eric Doster